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Hearing Date and Time:
November 29, 2005 at 10:00 a.m.

Objection Deadline:
November 26, 2005 at 4:00 p.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re)	Chapter 11 Case
)	
DELPHI CORPORATION, <i>et al.</i>)	No. 05-44481
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF MOTION FOR ORDER UNDER 11 U.S.C. §§ 361, 362(d) AND 363
(I) TO PROVIDE ADEQUATE PROTECTION OF BANK OF AMERICA, N.A.'S
SECURITY INTERESTS IN CASH COLLATERAL; AND (II) TO TERMINATE
THE AUTOMATIC STAY WITH RESPECT TO CASH COLLATERAL**

PLEASE TAKE NOTICE that on November 10, 2005, Bank of America, N.A. ("Bank of America"), filed its Motion for Order Under 11 U.S.C. §§ 361, 362(d) and 363 (I) to Provide Adequate Protection of Security Interests in Collateral; and (II) to Terminate the Automatic Stay with Respect to Cash Collateral (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on November 29, 2005, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Motion (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure, the Local

Bankruptcy Rules for the Southern District of New York and the Order Under 11 U.S.C. §§ 102(1) and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing (I) Omnibus Hearing Dates, (ii) Certain Notice, Case Management, and Administrative Procedures, and (III) Scheduling an Initial Case Conference in Accordance With Local Bankr. R. 1007-2(e) (the “Case Management Order”) (Docket No. 245), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) - registered users of the Bankruptcy Court’s case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Attn: John Wm. Butler), (iii) counsel for the agent under the Debtors’ prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Kenneth S. Ziman); (iv) counsel for the agent under the Debtors’ postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Attn: Marlane Melican), (v) counsel for the official committee of unsecured creditors, Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Attn: Robert J. Rosenberg and Mark A. Broude), (vi) counsel for Bank of America, N.A., Barnes & Thornburg LLP, 300 Ottawa Avenue, NW, Suite 500, Grand Rapids, Michigan 49503 (Attn: Patrick E. Mears); and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M.

Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time)** on **November 26, 2005** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that only those objections made in writing, in accordance with the Case Management Order, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting the Motion **without further notice**.

Dated: November 11, 2005
Grand Rapids, Michigan

BARNES & THORNBURG LLP
Counsel to Bank of America, N.A.

By: /s/Patrick E. Mears
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